

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| -----X | |
| In re | : |
| | : |
| SEARS HOLDINGS CORPORATION, et al., | : |
| | : |
| | : |
| Debtors.¹ | : |
| -----X | |

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Nuno Cardoso, depose and say that I am employed by Prime Clerk LLC (“*Prime Clerk*”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On June 27, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served by the method set forth on the Fee Application Service List attached hereto as **Exhibit A**:

- Eighth Monthly Fee Statement of Paul, Weiss, Rifkind, Wharton & Garrison LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for Debtors for Period from May 1, 2019 to May 31, 2019 [Docket No. 4378]
- Eighth Monthly Fee Statement of Young Conaway Stargatt & Taylor, LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Conflicts Counsel for the Debtors for the Period from May 1, 2019 through May 31, 2019 [Docket No. 4379]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Dated: July 1, 2019


Nuno Cardoso

State of New York
County of New York

Subscribed and sworn to (or affirmed) before me on July 1, 2019, by Nuno Cardoso, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 

JAMES A. MAPPLETHORPE
Notary Public, State of New York
No. 01MA6370846
Qualified in New York County
Commission Expires February 12, 2022

Exhibit A

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Exhibit A

Fee Application Service List

Served as set forth below

| DESCRIPTION | NAME | ADDRESS | EMAIL | METHOD OF SERVICE |
|--|--|---|--|--------------------------|
| Proposed Counsel to Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al. | Akin Gump Strauss Hauer & Feld LLP | Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner One Bryant Park New York NY 10036 | idizengoff@akingump.com pdublin@akingump.com aqureshi@akingump.com sbrauner@akingump.com | Email |
| Counsel to Brixmor Property Group, Inc., Federal Realty Investment Trust, and Fee Examiner | Ballard Spahr LLP | Attn: David L. Pollack, Vincent J. Marriott, III 52nd Floor - Mellon Bank Center 1735 Market Street Philadelphia PA 19103 | pollack@ballardspahr.com, marriott@ballardspahr.com | Overnight Mail and Email |
| Counsel to Federal Realty Investment Trust, Acadia Realty Limited Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-C33 Independence Center LLC, Starwood Retail Partners LLC, Kravco Company, Brixmor Property Group, Inc., Centennial Real Estate Co., CenterCal Properties, LLC, C. E. Johns Company, Inc., GEM Realty Capital, Inc., GS Pacific ER, LLC, The Macerich Company, Vintage Real Estate, LLC, White Plains Galleria Limited Partnership, and Fee Examiner | Ballard Spahr LLP | Attn: Leslie C. Heilman, Matthew G. Summers, Tobey M. Daluz, Laurel D. Roglen, Chantelle D. McClamb 919 N. Market Street 11th Floor Wilmington DE 19801 | heilmanl@ballardspahr.com summersm@ballardspahr.com daluzt@ballardspahr.com roglenl@ballardspahr.com mcclambc@ballardspahr.com | Overnight Mail and Email |
| Fee Examiner | Ballard Spahr LLP | Attn: Paul E. Harner 1675 Broadway New York, NY 10019-5820 | harnerp@ballardspahr.com; kutnera@ballardspahr.com | Overnight Mail and Email |
| United States Trustee Southern District of New York | Office of The United States Trustee for Region 2 | Attn: Paul Schwartzberg, Richard Morrissey 201 Varick St. Suite 1006 New York NY 10014 | richard.morrissey@usdoj.gov paul.schwartzberg@usdoj.gov | Overnight Mail and Email |
| Debtors | Sears Holding Corporation | Attn: Stephen Sitley Esq., Luke J. Valentino, Esq., Rob Riecker 3333 Beverly Road Hoffman Estates IL 60179 | rob.riecker@searshc.com; luke.valentino@searshc.com | Overnight Mail and Email |
| Counsel to Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent | Skadden, Arps, Slate, Meagher & Flom LLP | Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq. 4 Times Square New York NY 10036 | Paul.Leake@skadden.com Shana.Elberg@skadden.com George.Howard@skadden.com | Email |
| Counsel to Debtors | Weil, Gotshal & Manges LLP | Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq. 767 Fifth Avenue New York NY 10153 | ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com JeriLeigh.Miller@weil.com jessica.liou@weil.com Paloma.VanGroll@weil.com Jared.Friedmann@weil.com Jessie.Mishkin@weil.com | Email |